

BYLAWS  
OF THE  
TEXAS ASSOCIATION OF ASSESSING  
OFFICERS, INC.

ARTICLE I - OFFICES

- 1.0 The Principal office of the Corporation in the State of Texas shall be located in the County of Travis or its contiguous counties. The Corporation may have such other offices, any place within the State of Texas as the Board of Directors may determine or as the affairs of the corporation may require from time to time.
- 1.1 The Corporation shall have and continually maintain in the State of Texas, a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Nonprofit Corporation Act. The registered offices may be, but need not be identical with the principal office in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II - AFFILIATION

- 2.0 Insofar as possible, the Corporation shall be affiliated with the International Association of Assessing Officers.

ARTICLE III - OBJECTIVES

- 3.0 The purposes for which the Corporation is organized are:
  - 3.1 To unite in common organization those professionally engaged in or interested in assessment or collection practices;
  - 3.2 To promote the mutual interest of the Corporation's members;

- 3.3 To promote and encourage the enactment of just and reasonable laws and ordinances affecting assessment officers, assessment practice and oppose the enactment of laws and ordinances that would be unjust and unreasonable;
- 3.4 To improve the standards of assessment and collecting practices;
- 3.5 To elevate the standards of personal requirements of assessing and collecting officers;
- 3.6 To enlighten assessing officers, other government officials and the taxpaying public, of the true nature and importance of the work performed by assessing officers;
- 3.7 To cooperate with other public and private agencies interested in improving tax administration and in every possible way promote justice and equality in the distribution of the tax burden; and
- 3.8 In furtherance of its corporate purpose, the Corporation shall have all general powers enumerated in the Texas Nonprofit Corporation Act including conducting activities of a trade association and business league.

## ARTICLE IV - MEMBERSHIP

- 4.0 CLASSES OF MEMBERS. The Corporation shall have three classes of members. The designation of such class or classes and the qualifications of the members of such classes shall be as follows:
  - 4.1 ACTIVE MEMBER. Any Ad Valorem Tax Assessor, Tax Collector, Chief Appraiser, Deputy or any agent of a governmental body employed by contract or any employee of an appraisal district or tax office in the State, whether appointed or elected to office, who works for taxing entities on a permanent basis, who receives the majority of his or her salary through taxing units and who subscribes to the Code of Ethics adopted by the members of the Corporation, shall be eligible to become an Active Member of the Corporation. An Active Member is entitled to all the rights and privileges of the Corporation including the right to vote and hold office.
  - 4.2 AFFILIATE MEMBER. Any person employed or previously employed by or working primarily with any local or state governmental body or educational institution or a person who is interested in ad valorem taxation, but does not qualify as an Active Member, shall be eligible to become an Affiliate Member. An Affiliate Member is entitled to all the rights and privileges of the Corporation including the right to vote but not including the right to hold office.

- 4.3 LIFE MEMBER. To be eligible for nomination as a Life Member, an individual must have been an Active Member or an Affiliate Member in good standing of the Corporation for not less than ten (10) years, must have reached retirement age, and must have retired from the assessing profession prior to the annual meeting of the Corporation or must have been made a Life Member by action of the Institute of Certified Tax Administrators. Life Members, once given Life Membership, will hold that designation as long as they are retired. Re-employment, appointment, or election in the profession as described in Sec. 4.1 will cause a reactivation of Active membership only during the term of the renewed employment, appointment, or election. Nominations for Life Membership shall be presented in writing to the Board of Directors at least thirty (30) days prior to the annual meeting. The Board shall consider all nominations of Life Membership at the Board Meeting during and in conjunction with the annual meeting. After approval by a majority of the members present and voting, the individual or individuals shall be designated Life Members. Life Members shall be entitled to all rights and privileges of the Corporation including the right to vote or to hold office.
- 4.4 VOTING RIGHTS. Each Active Member, Affiliate Member and Life Member, shall be entitled to one vote on each matter submitted to a vote of the membership, if present at the meeting when the vote is taken, or by responding to mail, E-mail, facsimile, or Internet based votes. There will be no vote by proxy.
- 4.5 SUSPENSION AND REINSTATEMENT OF MEMBERSHIP. The Board of Directors, by affirmative vote of two-thirds (2/3) of all the members of the Board of Directors, may suspend or expel a member for cause after an appropriate hearing. A member whose annual dues are ninety (90) days past due shall be suspended. A member suspended for non-payment of dues may be reinstated at any time upon payment of the current year's dues.
- 4.6 RESIGNATION. Any member may resign by filing a written resignation with the President of the Board. Such resignation shall not relieve the member so resigning of the obligation to pay any dues, or other charges accrued and unpaid prior to resignation date.
- 4.7 TRANSFER OF MEMBERSHIP. Membership in this Corporation is not transferable or assignable.

## ARTICLE V - CHAPTERS

- 5.0 There may be formed within the Corporation a number of chapter regions having such geographical boundaries in the State of Texas and carrying such distinctive and official titles and numerical designations as may be determined and approved by the Board of Directors.

- 5.1 It shall be the policy of the Corporation to encourage the organization of local chapters whenever the stated objectives of the Corporation will be advanced thereby. The Corporation is a state organization of individual members, and a grant of authority to organize chapters shall not affect the relationship existing between the Corporation and its members. Chapters shall have the right to undertake a program or activity for the benefit of the chapter members, but any such program shall always be subordinate to, and not in conflict with, the Bylaws of the Corporation.
- 5.2 Chapters may be organized in any city, county or metropolitan area of the State. When the organization of any such chapter is approved, a geographical area shall be assigned to it, and thereafter no authority shall be granted to any other group members who organize a chapter within said area, unless and until the first chapter is amended by action of both the chapter concerned and the Board of Directors.
- 5.3 Chapters shall be organized in the following manner: A petition requesting authority to organize a chapter shall be prepared and signed by not less the twenty-five (25) members of the Corporation in good standing on the date of signing stating their intention to become a member of said chapter. Said petition shall contain a statement outlining the geographical area for the chapter, the type of activity in which it intends to engage, a description of the way in which the objectives of the Corporation will be advanced by the granting of a charter and a list of prospective new members including their names, addresses, jurisdictions and phone numbers.
- 5.4 Petitions shall be addressed and mailed to the President of the Board of the Corporation, who shall notify each member of the Board of the receipt of such petition. At the next scheduled Board meeting, the Board of Directors shall either grant or deny authority to form a chapter, designated the region of the State where the chapter is located. The President of the Board shall immediately notify petitioners of the action taken.
- 5.5 If the petition is approved, the petitioners shall have the right to provide a set of bylaws to govern the operation of the chapter. Such bylaws shall be in conformity with the provisions contained herein and shall be submitted to the Board of Directors for approval. No chapter shall be considered organized or its bylaws effective until a copy of said bylaws have been presented and approved by the Board of Directors. Each time a Chapter's bylaws are amended, a copy of the amended bylaws shall be presented to the Board of Directors for approval. It is the responsibility of each Chapter to provide an up-to-date copy of its bylaws to the Corporation.
- 5.6 Chapter bylaws shall provide for an official name of the chapter, which shall be in the following form:
  - 5.6.1 "(Name of geographical area) Chapter of the Texas Association of Assessing Officers, Inc.";
  - 5.6.2 Definition of its geographical area in the State of Texas;

- 5.6.3 That the purpose of the chapter is the advancement of the objectives of the Corporation within said area;
  - 5.6.4 Names of the governing body of the chapter;
  - 5.6.5 Method for the nomination and election of officers and members of the governing body;
  - 5.6.6 Method for calling regular and special meeting of the chapter and its governing body; and
  - 5.6.7 Method for amending the bylaws of said chapter.
- 5.7 The Corporation, TAAO Inc. will not be liable because of any Chapter's actions, as a Chapter is considered a separate legal entity from the parent association. Any liabilities incurred by the Chapter are not the responsibility of the overall parent association and an individual Chapter may not bind or contract on behalf of the Corporation. Per Section 5.5, each Chapter shall adopt, then present, their own governing bylaws within the parameters of Article V.

## ARTICLE VI - MEETINGS OF MEMBERS

- 6.0 ANNUAL MEETINGS. An annual meeting of the members shall be held at the time and place designated by a majority of the Board of Directors for the transaction of such business as may come before the meeting. If the election of officers and Regional Directors is not held in the manner designated in Article IX, the Board of Directors shall cause the election to be held at a special meeting of the members during the annual conference or as soon thereafter as conveniently may be held. Regional Director elected by their chapters and Officers will be sworn in and take office at the annual meeting immediately following their election.
- 6.1 SPECIAL MEETINGS. Special meetings of the members shall only be called by three-fourth (3/4) vote of the total Board of Directors.
- 6.2 PLACE OF MEETINGS. The Board of Directors may designate any place within the State of Texas as the place of meeting for any annual meeting or for any special called meeting by the Board.
- 6.3 NOTICE OF MEETINGS. Not less than ten (10) days written or printed notice stating place, day and hour of any meeting of the members shall be given the membership. Notice of such meeting shall be through the medium of the Corporation's publications or any other means as may be employed by the President of the Board of Directors.

- 6.4 QUORUM. The voting members present for any meeting of the membership shall constitute a quorum at such meeting, provided notice of the meeting has been properly called per these Bylaws.
- 6.5 VOTING. Where action is required by the membership, voting may be conducted by mail, E-mail, facsimile, or Internet based voting in such a manner as the Board of Directors shall determine. There shall be no vote by proxy.
- 6.6 INSPECTORS OF ELECTIONS. Whenever any person entitled to vote at a meeting or members shall request the appointment of inspectors, the President of the Board shall appoint three (3) voting members present as inspectors. The inspectors appointed shall receive and count the votes on any election.

## ARTICLE VII - BOARD OF DIRECTORS

- 7.0 GENERAL POWERS. The purpose of the Corporation and the business, property and affairs of the Corporation shall be managed by the Board of Directors, subject to the Articles of Incorporation and in accordance with these Bylaws and the laws of the State of Texas and The United States of America.
- 7.1 ESTABLISHMENT OF NEW REGIONS. The establishment of any new regions must have the approval of the Board of Directors. It shall be the policy of the Corporation that before any new geographic region be added with less than 200 members within its geographical boundaries, a petition of the members in the area to be designated as a region must be submitted along with the reasons for the request. The Region losing members due to the proposed change would be given an opportunity to provide information to the Board of Directors before any action is taken by the Board.
- 7.2 NUMBER. The Board of Directors shall be composed of the President, President Elect, Vice President, Secretary/Treasurer, Immediate Past President, Chairman of the Institute of Certified Tax Administrators and Regional Directors.
- 7.3 ELECTION & TENURE OF REGIONAL DIRECTORS. Regional Directors shall be elected by the members within the Regional Director's geographical region in the following manner. Any active or life TAAO state member in good standing from that region shall be eligible for nomination as a Regional Director, provided that the nominee is also a member of a Chapter in the region submitting the nomination. At a regular meeting of each Chapter that shall be held no later than May 15 prior to the annual meeting, a poll of all local chapter members present will be taken to determine a nominee for the regional position. The results of the Chapter poll and a complete membership list in an electronic formant consisting of each paid or life member's name, email address, mailing address and telephone number shall be reported to the TAAO state office no later than May 25. If only one nomination is

received for a region, the nominee is considered elected to office by acclamation. If an election is conducted, the ballot shall be prepared and mailed no later than July 1. Ballots must be returned to the TAAO state office no later than July 15. In order for a ballot to be considered, it must be received at the TAAO state office postmarked by United States Postal Service, hand delivered, faxed or received via E-mail by the July 15 deadline. The TAAO state office will open and tabulate all validated ballots by July 25. After opening and tabulating, the TAAO state office will notify all local chapters within the region of the results of the election. A tie vote will be resolved by method of chance chosen by the Board of Directors.

The Regional Directors shall be elected to two-year terms and may not serve more than two full elected consecutive terms. The Regional Directors from the even numbered regions shall be subject to re-election in the even numbered years and the Regional Directors from the odd numbered regions shall be subject to re-election in the odd numbered years.

7.3.1 RESIGNATION OR VACANCY OF REGIONAL DIRECTORS. Regional Directors who move out of the geographical region in which they were elected shall be considered to have resigned their position as Regional Director immediately. Any Regional Director that has left the tax profession at any level will have ninety (90) days to attain qualified employment or have a sworn affidavit as evidence of employment or the position is considered vacant. If a Regional Director is elected to an officer position on the Board of Directors during their term, the Regional Director position will be considered vacant. The local chapter shall hold an election as soon as practical, in the event of a resignation or a vacancy, to elect a replacement Regional Director to fill the unexpired term.

7.3.2 ELECTION OF DIRECTOR UPON INACTION OF CHAPTERS. In the event of a vacancy and no replacement Regional Director is elected by the local chapter(s) within 60 days of the vacancy as per 7.3.1 or in the event that no nomination for Regional Director is received by the TAAO state office by May 25 as required by 7.3, the TAAO state office will poll all state members listed in that Region for nominees for Regional Director within the next 15 days after the expiration of those deadlines, either by post or by e-mail. If only one nominee is received, that nominee will be considered elected by acclamation. If more than one nominee is named, ballots shall be prepared, mailed and counted as per 7.3, with adherence to the timeframes of 7.3 as much as is practicable.

7.4 REGULAR MEETINGS. A regular meeting of the Board of Directors shall be held without other notice than this Bylaw, during and in conjunction with the annual meeting of the Corporation. The Board of Directors may provide by resolution the

time and place, within the State of Texas, for the holding of additional regular meetings of the Board without other notice than such resolution.

- 7.5 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) members of the Board of Directors. The person or persons authorized to call special meetings of the Board may fix any place, within the State of Texas, as the place for holding any special meeting of the Board. If necessary, this meeting may be held by teleconference. Notice of said special meeting of the Board of Directors shall be given at least three (3) days previously by written notice to each Board member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail.
- 7.6 QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
- 7.6.1 VOTING. The President may request action by the Board of Directors between meetings of the Board by a mail, E-mail, facsimile, or Internet based ballot. Action by a majority of the Board of Directors on such a ballot shall constitute a valid action of the Board and shall be reported at the next meeting of the Board of Directors. There shall be no vote by proxy.
- 7.7 TELEPHONE MEETING. The Board of Directors or the Executive Committee may meet by telephone conference. The quorum and vote requirements are the same as those applicable to meetings in person.
- 7.8 MANNER OF ACTING. The actions of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these Bylaws.
- 7.9 REMOVAL. Members of the Board of Directors who are absent from three (3) consecutive regularly scheduled meetings may be subject to removal from the Board of Directors after an appropriate hearing and by a majority vote of the remaining Board Members.
- 7.10 COMPENSATION. Board Members as such shall not receive any stated salaries for their services, but by resolution of the Board a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board for the president or a current board member in absence of the president; but nothing herein contained shall be construed to preclude any Board Member from serving the Corporation in any other capacity and receiving compensation therefore.

## ARTICLE VIII - OFFICERS

- 8.0 PRESIDENT. The President shall be the principal executive officer of the Corporation and shall in general, supervise and control all of the business and affairs

of the Corporation, subject to the direction of the Board of Directors. The President shall preside at all scheduled or called meeting, may sign, with any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general shall perform all duties incident to the office of President and such other duties as may be described by the Board of Directors from time to time. The President shall serve as an ex-officio member of all committees.

- 8.1 **PRESIDENT ELECT.** In the absence of the President or in the event that the Board of Directors determines the President's inability or refusal to act, then the President Elect shall perform the duties of the President and when so doing shall have all power of and be subject to all the restrictions upon the President. The President Elect shall automatically succeed to the office of President at the next annual meeting. The President Elect shall be responsible for establishing goals, objectives, and priorities for the next year. The President Elect shall serve as an ex-officio member of all committees.
- 8.2 **VICE PRESIDENT.** In the absence of the President and the President Elect or in the event that the Board of Directors determines the inability or refusal to act on both the President and President Elect, then the Vice President shall perform the duties of the President and then so doing shall have all the power of and be subject to all the restrictions upon the President. The Vice President shall communicate electronically to all Regional Directors at least quarterly, providing any updates and requests for input from Regional Directors. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.
- 8.3 **SECRETARY/TREASURER.** The Secretary/Treasurer, with approval of the Board of Directors, may delegate any of the duties of that office, except the right to vote, to staff members, provided the Secretary/Treasurer shall continue to be responsible for the supervision of and proper performance thereof. The Secretary/Treasurer will serve as a member of the Audit Committee and perform any other duties as from time to time may be assigned by the President or by the Board of Directors.
- 8.4 **IMMEDIATE PAST PRESIDENT.** The immediate Past President shall counsel with the President and President Elect and perform such duties as may be assigned by the Board of Directors.
  - 8.4.1 **ICTA CHAIR.**
- 8.5 **EXECUTIVE DIRECTOR.** The Executive Director shall be responsible for all of the management functions of the Corporation. The Executive Director shall manage and direct all daily activities of the Corporation as prescribed by the Board of Directors and shall be responsible to the Board. The Executive Director shall

employ and may terminate the employment of members of the staff necessary to carry on the work of the Corporation and compensate the staff within the approved budget. The Executive Director shall define the duties of the staff, supervise their performance, establish their titles and delegate those responsibilities as shall be in the best interest of the Corporation. The Executive Director shall serve without vote as an ex-officio member of the Executive Committee and Board of Directors. The Executive Director will be hired as an “at will” employee and may be terminated at the discretion of said Board of Directors. Executive Director will be bonded with all bonding actions to be performed by the Secretary/Treasurer. The compensation of said Executive Director shall be set within the approved budget by the Board of Directors each year after a performance review.

8.5.1 ABSENCE OF EXECUTIVE DIRECTOR. In the event of a vacancy of the Executive Director, the duties shall be performed by the Executive Committee.

8.6 QUALIFICATIONS FOR OFFICERS. Any Active or Life Member in good standing shall be eligible to serve as an officer, provided the nominee has served at least one year as a Board Member at any time prior to an elective term of office. The officer must be a current TAAO member at the state level and if not a life member, an employee of a governmental entity, or a company under contract to a government entity and actively working the field of appraising, assessing, and/or in the collection of taxes.

8.7 REMOVAL. Any officer elected by the membership or appointed by the Board may be removed by a three- fourths (3/4) vote of the total Board after an appropriate hearing. Such removal shall be without prejudice of the officer so removed. Any officer that has left the tax profession at any level will have ninety (90) days to attain qualified employment or have a sworn affidavit as evidence of employment. After this time they will be automatically removed from the office held and replaced according to Article 8.8 VACANCIES.

8.8 VACANCIES. Whenever there is a vacancy in the office of the President, The President Elect shall succeed to that office for the remainder of the unexpired term and for the following year shall serve the regular term as President. Whenever there is a vacancy in the office of President Elect, Vice President or Secretary/Treasurer, the Board, by a majority vote, shall elect one (1) of the duly elected Regional Directors or an Active Member who has served on the Board of Directors to the office for the remainder of the unexpired term. Said Board Member so elected, if a Regional Director, will then perform both the duties of Regional Director and the office to which elected for the remainder of the unexpired term.

## ARTICLE IX - ELECTION OF OFFICERS

9.0 NOMINATING COMMITTEE. The nominating committee shall be composed of five (5) Past Presidents in good standing, appointed by the Immediate Past President. The nominating committee shall be selected at least six (6) months, but not more than one (1) year prior to the annual meeting of the membership. The President shall be responsible for certifying the eligibility of each member of the Nominating Committee. No member of the Nominating Committee is eligible for nomination to any office under consideration by the Committee.

9.0.1 CHAIR OF NOMINATING COMMITTEE. The chairperson of the Nominating Committee shall be selected by the Immediate Past President.

9.0.2 QUORUM OF NOMINATING COMMITTEE. Two-thirds (2/3) of the members of the Nominating Committee shall constitute a quorum.

9.0.3 SELECTIONS OF NOMINEES. The Nominating Committee shall meet not later than four (4) months prior to the annual meeting of the Corporation to select at least one candidate for the office of President-Elect, Vice President, and Secretary/Treasurer. It is the responsibility of the Nominating Committee to verify the eligibility and acceptance of each of the candidates.

9.1 NOMINATIONS BY MEMBERS. A voting member of the Corporation may nominate a person other than one nominated by the Nominating Committee to be elected as an officer. To be valid, a nomination in this manner must be in writing, have the nominee's qualifications verified by the Nominating Committee, and must be received by the Corporation not later than four (4) months prior to the annual meeting of the Corporation.

9.2 ELECTION. The Nominating Committee shall conduct an election by ballot in which each voting member will have one vote to cast for each officer position to be elected. The vote can be by responding to mail, E-mail, facsimile or Internet based votes. The voting instructions, details of election procedures, and candidate biographies shall be included in the ballot. The ballot shall be prepared and mailed no later than July 1. Candidates will be listed in alphabetical order, by last name on the ballot. Candidates are responsible for submitting their own biographies. Ballots may be mailed in a separate mailing with a return envelope marked "TAAO ELECTION BALLOT" to, E-mailed in a separate E-mail to, or Internet accessible for the voting members of the association.

9.2.1 WRITE-IN CANDIDATES. The media of ballots must include a blank to allow for Write-in candidates.

9.2.2 VALIDATION OF BALLOTS. A valid ballot will be considered one which was properly completed by the member and mailed, E-mailed, faxed or an Internet based response, and received by the Corporation with a postmark or electronic send date at least thirty (30) days prior to the annual meeting of the Corporation.

9.3 TABULATION OF VOTES. After the deadline for submission of ballots and prior to the annual business meeting of the Corporation, the Election Tellers Committee shall meet to tabulate and verify all valid ballots received by mail. The opening of the mailed ballots may be held at the annual meeting of the Corporation. All candidates or their designated alternate will be allowed to attend the opening of the ballots. Candidates receiving the highest number of votes shall be declared elected. In the event of a tie, an additional vote will be held to determine the winner of the tie during the annual business meeting.

9.4 ANNOUNCEMENT OF WINNERS. The results of the election shall be announced no later than the next annual meeting of the Corporation.

## ARTICLE X - COMMITTEES

10.0 EXECUTIVE COMMITTEE. The executive committee shall be a standing committee consisting of the President, President Elect, Vice President, Secretary/Treasurer, Immediate Past President of the Corporation and the Chairman of the Institute of Certified Tax Administrators. In the event that the Chairman of the Institute of Certified Tax Administrators is also a Corporation officer currently serving on the Executive Committee, then the next eligible Chairman of the Institute who is not a Corporation officer would sit on the Executive Committee for that year. The Executive Committee shall set policies and procedures for the operation of the Corporate Office.

10.1 OTHER COMMITTEES. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Board present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation; and the President of the Corporation may appoint the members, or they may volunteer. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be preserved by such a removal.

10.2 TERM OF OFFICE. Except for members of the Audit Committee, each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until the successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or such member shall cease to qualify as a member thereof.

10.2.1 AUDIT COMMITTEE. The Audit Committee shall consist of six (6) members: The current Secretary/Treasurer of the Institute of Certified Tax

Administrators, the current Secretary/Treasurer of the Corporation and four (4) appointed members. The President-Elect shall appoint two (2) new members each year to serve a two (2) year staggered term. The President, as ex-officio member of the committee, has voting privileges in the event of a tie vote.

10.3 CHAIR AND/OR CO-CHAIR. One or more member of each committee shall be appointed chairperson and/or co-chairperson by the President of the Corporation.

10.4 CALL OF COMMITTEE MEETINGS. The Chairperson of each committee shall call meetings of each committee as the operations of the Corporation may require, or such meetings may be called upon request of three (3) members of such committee. In the case of the Executive Committee, the President shall be considered the Chairperson.

10.5 VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

10.6 QUORUM. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of committee.

10.7 RULES. Each committee shall adopt its own rules for government not inconsistent with these Bylaws, or with rules adopted by the Board of Directors.

## ARTICLE XI - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

11.0 CONTRACTS. The Board of Directors may authorize any officer, agent or agents of the Corporation, in addition to the officers so authorized by the Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

11.1 CHECKS, DRAFTS, ETC. All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be determined by resolution of the Board of Directors. Each check, draft or order of payment will be signed by two (2) members of the Executive Board or by their designee.

11.1.1 STOCKS, BOND OR CERTIFICATES OF DEPOSIT. At any time the Executive Board may with a two-thirds (2/3) vote, elect to move any said

amount of funds in to a special account such as stocks, bonds, certificates of deposit or a money market account. This function will take the signature of two (2) members of the Executive Board.

11.2 DEPOSITS. All funds of the Corporation shall be deposited regularly to the credit of the Corporation in such, banks, trust companies or other depositories as the Board of Directors shall so direct.

11.3 GIFTS. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

## ARTICLE XII - BOOKS AND RECORDS

12.0 The Corporation shall keep correct and complete books and records and shall also keep minutes of the proceedings of its members at its annual business meeting and the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member or the member's agent or attorney for any proper purpose at any reasonable time.

12.1 The Executive Director along with the Executive Committee shall submit a budget for the coming fiscal year to the entire Board of Directors at the Annual Spring Board Meeting for discussion and approval.

## ARTICLE XIII - FISCAL YEAR

13.0 The fiscal year of the Corporation shall begin on the first day of October and end on the 30<sup>th</sup> day of September of each year. At this time a year end audit will be performed by an outside auditor chose by the Board of Directors. Said audit, at its completion, will be delivered to the Board of Directors for inspection. A copy of said audit will be kept on file in the office of the Corporation.

## ARTICLE XIV - DUES

14.0 Dues for all classes of membership shall be reviewed by the Board of Directors. Annual dues run concurrently with the fiscal year. The Board of Directors shall have the authority to change the amount of the dues by two-thirds (2/3) vote of the total Board.

## ARTICLE XV - RULES OF ORDER

15.0 The rules contained in the current edition of Roberts Rules of Order shall govern the conduct of meetings of the Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules the Corporation may adopt.

## ARTICLE XVI - WAIVER OF NOTICE

16.0 Whenever any notice is required to be given under the provision of the Texas Nonprofit Corporation Act of 1959, as amended, or under the provisions of the Articles of Incorporation or these Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE XVII - INDEMNITY OF DIRECTORS & OFFICERS

17.0 The Corporation shall indemnify its Board of Directors, Regional Directors and employees in Article 1396-222A of the Texas Nonprofit Corporation Act, Title 32, Corporations, V.A.T.S., by resolution of the Board of Directors. The Executive Director of the Corporation shall give at least ten (10) days written notice to each Regional Director and officer of the date, place and purpose of the meeting to determine any indemnification.

## ARTICLE XVIII - DISSOLUTION

18.0 The Corporation shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed to the members of the Corporation. On dissolution of the Corporation, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.

# ARTICLE XIX - AMENDMENTS TO BYLAWS

19.0 These Bylaws may be altered, amended or repealed at the annual meeting of the Association providing that a text of the proposed bylaw change or changes shall be furnished to each voting member of the Association thirty (30) days before the meeting at which time a vote on the same will be taken. Such bylaws or changes must be approved by a majority vote of those present and voting.

Amendments to the forgoing Bylaws for governing the Texas Association of Assessing Officers, Inc. were adopted at the Corporation's annual business meeting held on the 24th day of August 2025.